

**SPECIAL PROVISIONS--CLASSIFICATION/
SECURITY/FOREIGN CONTROL
SP- 10 REV. 2 4/23/02**

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1.0 PREAMBLE

These Special Provisions are requirements of any Contract in which this Special Provision document is incorporated. These Special Provisions are applicable in their entirety unless specifically deleted or amended in the Contract and are in addition to the General Provisions and other Special Provisions that apply to this Contract. In the event of a conflict between these Special Provisions and the General Provisions, these Special Provisions shall take precedence.

2.0 FOREIGN OWNERSHIP, CONTROL OR INFLUENCE (FOCI)

All offerors must respond to the "Foreign Ownership, Control or Influence (FOCI) Certification" (Attachment A). Return the completed FOCI certification to the buyer.

The successful offeror may be required to respond to the "Application Forms for a Foreign Ownership, Control or Influence (FOCI) Determination." (Attachment B). Complete the documentation in accordance with the attached instructions and return to the buyer. Contract award will be postponed until receipt of a satisfactory FOCI certification and documentation, and an approved FOCI determination.

3.0 SECURITY

3.1 RESPONSIBILITY

- A. Contractor shall establish and maintain a system for securing and safeguarding any classified information, special nuclear material (SNM), or other government property that may be included in, or generated from, the work to be performed under this Contract.
- B. Except as otherwise expressly provided in this Contract, Contractor shall, upon completion or termination of this Contract, transmit to the Buyer or DOE office designated specifically by Buyer, any classified, unclassified sensitive, or proprietary matter in the possession of Contractor, its employee(s), or any person under Contractor's control in connection with performance of this contract.
- C. If it is necessary that any classified, unclassified sensitive, or proprietary matter in Contractor's possession be retained by Contractor after completion or termination of the Contract, and such retention is approved by Buyer, Contractor shall complete a certificate of possession to be furnished to Buyer specifying the nature of the classified, unclassified sensitive, or proprietary matter and how it is to be protected while in Contractor's possession. The certification shall identify the items and types or categories of matter retained, the conditions governing the retention of the matter, and the period of retention, if known. If the retention is approved by Buyer, the security provisions of this Contract, or an approved substitute set of provisions, shall (continue to) be applicable to the matter retained.
- D. Special nuclear material shall not be retained by Contractor after completion or termination of the Contract. Buyer will provide disposition instructions for all SNM used or produced during performance of the Contract.

3.2 REGULATIONS

Contractor agrees to comply with all applicable Buyer and DOE security and counter-intelligence regulations and requirements in effect at the date of award and cited specifically in the Contract.

3.3 DEFINITIONS

Definitions of terms used in this clause are as follows.

Classified Information. Restricted Data, Formerly Restricted Data, or National Security Information.

Restricted Data. All data concerning (1) design, manufacture, or utilization of atomic weapons; (2) the production of special nuclear material; or (3) the use of special nuclear material in the production of energy, but shall not include data declassified or removed from the Restricted Data category pursuant to Section 142 of the Atomic Energy Act of 1954, as amended.

Formerly Restricted Data. All data removed from the Restricted Data category under section 142 d. of the Atomic Energy Act of 1954, as amended.

National Security Information. Any information or material, regardless of its physical form or characteristics, that is owned by, produced for or by, or is under the control of the United States Government, that has been determined

pursuant to Executive Contract 12356 or prior Contracts to require protection against unauthorized disclosure, and which is so designated.

SNM means: (1) Plutonium, uranium enriched in the isotope 233 or in the isotope 235, and any other material which pursuant to the provisions of Section 51 of the Atomic Energy Act of 1954, as amended, has been determined to be special nuclear material, but does not include source material; or (2) any material artificially enriched by any of the foregoing, but does not include source material.

Need-to-Know. (a) A determination made by an authorized holder of classified information that a prospective recipient requires access to specific classified information in order to perform or assist in a lawful and authorized governmental function. (b) A determination made by the possessor of classified information that a prospective recipient has a requirement for access to, knowledge of, or possession of the classified information to perform tasks or services essential to the fulfillment of a classified contract or program. (c) A determination by a person having responsibility for classified information that a proposed recipient's access to such classified information is necessary in the performance of official or contractual duties of employment.

3.4 SECURITY CLEARANCE OF PERSONNEL

Contractor shall not permit any of its employees or any other individual to have access to any classified information released to Contractor or generated during performance of work under this Contract, except in accordance with the Atomic Energy Act of 1954, as amended, Executive Contract 12356, and the DOE's regulations or requirements applicable to the particular level and category of classified information to which access is required.

3.5 PROTECTING AND CONTROLLING CLASSIFIED MATTER

Classified matter in use shall be constantly attended by, under the control of a person possessing the proper access authorization and a need-to-know, or as stipulated by local DOE policy. The level of protection against loss or compromise afforded to classified matter, regardless of form, shall be commensurate with the level of its classification. Losses, potential compromises, and unauthorized disclosures of classified must be treated as classified information and immediately reported to the Buyer's Security Representative. All activities associated with classified matter must comply with applicable laws, directives, and local policies:

- a. Classification levels shall be used in determining the degree of protection and control required for classified matter.
- b. Access to classified matter shall be limited to persons who possess appropriate access authorization and who require such access (need-to-know) in the performance of official duties. Controls shall be established to detect and deter unauthorized access to classified matter.
- c. Custodians and authorized users of classified matter are responsible for the protection and control of such matter.
- d. Buildings and rooms containing classified matter shall be afforded security measures approved by the Buyer Security Representative.
- e. Security containers required for the storage of classified matter shall be approved by the Buyer Security Representative. Classified matter that is not under the personal control of an authorized person shall be stored in GSA approved security containers equipped with X-07 or X-08 Mas Hamilton combination locks.
- f. Only authorized Hanford Site locksmiths are permitted to work on security containers used for the protection of classified matter.

3.6 USE OF INFORMATION SYSTEMS TO PROCESS CLASSIFIED MATTER

The contractor must ensure that information systems, i.e., personal computers, microcomputers, networks, data applications, etc., used to collect, create, communicate, compute, disseminate, process, store, and/or control classified information comply with applicable laws, directives, and local policies. The contractor shall not use information systems to process classified matter without receiving the appropriate written authorization from the Buyer.

3.7 CRIMINAL LIABILITY

Disclosure of any classified information to any person not entitled to receive it, or failure to safeguard any classified information that may be released to the Contractor or any person under Contractor's control in connection with work under this contract, may subject the Contractor, its agents, employees, or subcontractors to criminal liability under the laws of the United States. (See the Atomic Energy Act of 1954, as amended, 42 U.S.C. 2011 et seq; 18 U.S.C. 793 and 794; and Executive Contract 12356.)

3.8 SUBCONTRACTS

Unless otherwise authorized in writing by Buyer, Contractor shall insert provisions similar to the foregoing in all subcontracts under this Contract.

4.0 FEDERAL ACQUISITION CLAUSES

DEAR 952.204-70, CLASSIFICATION/DECLASSIFICATION (SEPT 1997)

In the performance of work under this contract, the Contractor or subcontractor shall comply with all provisions of the Department of Energy's regulations and mandatory DOE directives which apply to work involving the classification and declassification of information, documents, or material. In this section, "information" means facts, data, or knowledge itself; "document" means the physical medium on or in which information is recorded; and "material" means a product or substance which contains or reveals information, regardless of its physical form or characteristics. Classified information is "Restricted Data" and "Formerly Restricted Data" (classified under the Atomic Energy Act of 1954, as amended) and "National Security Information" (classified under Executive Order 12958 or prior Executive Orders). The original decision to classify or declassify information is considered an inherently Governmental function. For this reason, only Government personnel may serve as original classifiers, i.e., Federal Government Original Classifiers. Other personnel (Government or Contractor) may serve as derivative classifiers which involves making classification decisions based upon classification guidance which reflect decisions made by Federal Government Original Classifiers.

The Contractor or subcontractor shall ensure that any document or material that may contain classified information is reviewed by either a Federal Government or a Contractor Derivative Classifier in accordance with classification regulations including mandatory DOE directives and classification/declassification guidance furnished to the Contractor by the Department of Energy to determine whether it contains classified information prior to dissemination. For information which is not addressed in classification/declassification guidance, but whose sensitivity appears to warrant classification, the Contractor or subcontractor shall ensure that such information is reviewed by a Federal Government Original Classifier.

In addition, the Contractor or subcontractor shall ensure that existing classified documents (containing either Restricted Data or Formerly Restricted Data or National Security Information) which are in its possession or under its control are periodically reviewed by a Federal Government or Contractor Derivative Classifier in accordance with classification regulations, mandatory DOE directives and classification/declassification guidance furnished to

the Contractor by the Department of Energy to determine if the documents are no longer appropriately classified. Priorities for declassification review of classified documents shall be based on the degree of public and researcher interest and the likelihood of declassification upon review. Documents which no longer contain classified information are to be declassified. Declassified documents then shall be reviewed to determine if they are publicly releasable. Documents which are declassified and determined to be publicly releasable are to be made available to the public in order to maximize the public's access to as much Government information as possible while minimizing security costs.

The Contractor or subcontractor shall insert this clause in any subcontract which involves or may involve access to classified information.

**DEAR 952.204-74, FOREIGN OWNERSHIP, CONTROL, OR
INFLUENCE OVER CONTRACTOR (APR 1994)**

- A. For purposes of this clause, subcontractor means any subcontractor at any tier and the term "Contracting Officer" shall mean DOE Contracting Officer. When this clause is included in a subcontract, the term "Contractor" shall mean subcontractor and the term "contract" shall mean subcontract.
- B. The Contractor shall immediately provide the Contracting Officer thru the Buyer written notice of any changes in the extent and nature of FOCI over the Contractor which would affect the information provided in the Certificate Pertaining to Foreign Interests and its supporting data. Further, notice of changes in ownership or control which are required to be reported to the Securities and Exchange Commission, the Federal Trade Commission, or the Department of Justice shall also be furnished concurrently to the Contracting Officer thru the Buyer.
- C. In those cases where a Contractor has changes involving FOCI, Buyer and the DOE must determine whether the changes will pose an undue risk to the common defense and security. In making this determination, Buyer and the Contracting Officer shall consider proposals made by the Contractor to avoid or mitigate foreign influences.
- D. If the Buyer or the Contracting Officer at any time determines that the Contractor is, or is potentially, subject to FOCI, the Contractor shall comply with such instructions as Buyer and the Contracting Officer shall provide in writing to safeguard any classified information or special nuclear material.
- E. The Contractor agrees to insert terms that conform substantially to the language of this clause including this paragraph (e) in all subcontracts under this contract that will require access authorizations for access to classified information or special nuclear material. Additionally, the Contractor shall require such subcontractors to submit a completed SF328, to the DOE Office of Safeguards and Security (marked to identify the applicable prime contract). Such subcontracts or purchase orders shall not be awarded until the Contractor is notified that the proposed subcontractors have been cleared. Information to be provided by a subcontractor pursuant to this clause may be submitted directly to the Contracting Officer.
- F. Information submitted by the Contractor or any affected subcontractor as required pursuant to this clause shall be treated by DOE to the extent permitted by law, as business or financial information submitted in confidence to be used solely for purposes of evaluating FOCI.
- G. The requirements of this clause are in addition to the requirement that a contractor obtain and retain the security clearances required by the contract. This clause shall not operate as a limitation on DOE's rights, including its rights to terminate this contract.
- H. The Buyer may terminate this contract for default either if the Contractor fails to meet obligations imposed by this clause, e.g., provide the information required by this clause, comply with the Buyer or Contracting Officer's instructions about safeguarding classified information, or make this clause applicable to subcontractors, or if, in the Buyer or Contracting Officer's judgment, the Contractor creates an FOCI situation in order to avoid performance or a termination for default. The Buyer may terminate this contract for

convenience if the Contractor becomes subject to FOCI and for reasons other than avoidance of performance of the contract, cannot, or chooses not to, avoid or mitigate the FOCI problem.

CLASSIFIED INVENTIONS - SPECIAL

- A. The contractor shall not file or cause to be filed on any invention or discovery conceived or first actually reduced to practice in the course of or under this contract in any country other than the United States, an application or registration for a patent without first obtaining written approval of the Contracting Officer through the Buyer.
- B. When filing a patent application in the United States on any invention or discovery conceived of or first actually reduced to practice in the course of or under this contract, the subject matter of which is classified for reasons of security, the Contractor shall observe all applicable security regulations covering the transmission of classified subject matter. When transmitting the patent application to the United States Patent and Trademark Office, the Contractor shall by separate letter identify by agency and number, the contract or contracts that require security classification markings to be placed on the application.
- C. The substance of this clause shall be included in subcontracts, which cover or are likely to cover classified subject matter.

ATTACHMENT A: FOREIGN OWNERSHIP, CONTROL, OR INFLUENCE (FOCI) CERTIFICATION

1. The Offeror must respond to the following questions to the Buyer with the proposal. Prior to award of an order a complete facility security clearance will be completed. Answer the following questions either "yes" or "no". If the answer is yes, furnish in detail on a separate sheet of paper all the information requested in parentheses. Copies of information which responds to these questions and which was submitted to other Government agencies may be submitted as responses to these questions if the earlier responses are accurate, complete, and current.

a. Does a Foreign Interest own or have beneficial ownership in 5% or more of your organization's voting securities?

☐ Yes ☐ No

(Identify the percentage of any class of shares or other securities issued which are owned by Foreign Interests, listed by country. If you answer "yes" and have received from an investor a copy of schedule 13D and/or schedule 13G filed by the investors with the Securities and Exchange Commission, you are to attach a copy of schedule 13D and/or schedule 13G)

b. Does your organization own 10% or more of any Foreign Interest?

☐ Yes ☐ No

(Furnish the name of the Foreign Interest, address by country, and the percentage owned. Include names and title of officials of your organization who occupy positions with the Foreign Interest, if any.)

c. Do any Foreign Interests have management positions such as Directors, Officers, or Executive Personnel in your organization?

☐ Yes ☐ No

(Furnish full information concerning the identity of the Foreign Interest and the position he/she holds in your organization.)

d. Does any Foreign Interest control or influence, or is any Foreign Interest in a position to control or influence the election, appointment, or tenure of any of your directors, officers, or executive personnel?

☐ Yes ☐ No

(Identify the Foreign Interest(s) and furnish full details concerning the control or influence.)

e. Does your organization have any contracts, binding agreements, understandings, or arrangements with a Foreign Interest(s) that cumulatively represents 10% or more of your organization's gross income?

☐ Yes ☐ No

(Furnish the name of the Foreign Interest, country, nature of agreement or involvement. Agreements include licensing, sales, patent exchange, trade secrets, agency, cartel, partnership, joint venture, proxy, etc. Give overall percentage by country as related to total income and type of services or products in general terms. If you answer "yes" and have received from the Foreign Interest a copy of schedule 13D and/or schedule 13G filed by the Foreign Interest with the securities and exchange commission, you are to attach a copy of schedule 13D and/or schedule 13G.)

f. Is your organization indebted to any Foreign Interests?

☐ Yes ☐ No

Attachment A, page 2 of 3

(Furnish the amount of indebtedness as related to the current assets of the organization and identify the creditor. Include specifics as to the type of indebtedness and what, if any, collateral, including voting stock, has been furnished or pledged. If any debentures are convertible, specifics about the indebtedness, collateral, if any, and what will be received after conversion are to be furnished.)

- g. Does your organization derive any income from Communist Countries?

☐ Yes ☐ No

(Discuss in detail any income derived from Communist Countries, including percentage from each such country as related to total income, and the type of services or products involved.)

- h. Is 5% or more of any class of your organization's securities held in any method, which does not disclose beneficial owner of equitable title?

☐ Yes ☐ No

(Identify each foreign institutional investor holding 5 percent or more of the voting stock. Identification should include the name and address of the investor and percentage of stock held. State whether the investor has attempted to, or has, exerted any management control or influence over the appointment of directors, officers, or other key management personnel, and whether such investors have attempted to influence the policies of the corporation. If you have receive from the investor a copy of the schedule 13D and/or schedule 13G filed by the investor with the Securities and Exchange Commission, you are to attach a copy of schedule 13D and/or schedule 13G.)

- i. Does your organization have interlocking directors with Foreign Interests?

☐ Yes ☐ No

(Include identifying data on all such directors. If they have a security clearance, so state. Also indicate the name and address of all other corporations with which they serve in any capacity.)

- j. Are there any citizens of foreign countries employed by, or who may visit your offices or facilities in a capacity, which may permit them to have access to classified information or a significant quantity of Special Nuclear Material?

☐ Yes ☐ No

(Provide complete information by identifying the individuals and the country of which they are citizens.)

- k. Does you organization have foreign involvement not otherwise covered in your answers to the above questions?

☐ Yes ☐ No

(Describe the foreign involvement in detail, including why the involvement would not be reportable in the preceding questions.)

2. Prior to award of a Contract under this solicitation, the Buyer must determine that award of the Contract to the Offeror will not pose an undue risk to the common defense and security as a result of its access to classified information or a significant quantity of Special Nuclear Material in the performance of the Contract. In making the determination, the Buyer may consider a voting trust or other arrangements proposed by the Offeror to mitigate or avoid FOCI. The Buyer may require the Offeror to submit such additional information as deemed pertinent to this determination.
3. The Offeror shall require any subcontractors having access to classified information or a significant quantity of special Nuclear Material to submit the certifications in 3 above directly to the Buyer.

Attachment A, page 3 of 3

4. Information submitted by the Offeror in response to the questions in 3 above is to be used solely for purposes of evaluating foreign ownership, control, or influence and shall be treated by the Buyer to the extent permitted by law, as business or financial information submitted in confidence.

CERTIFICATION

The Offeror/bidder certifies that the entries made above are accurate, complete and current to the best of my knowledge and belief and are made in good faith.

The Offeror/bidder certifies that the information requested above has previously been submitted to the Buyer as required for a facility security clearance and that the information is accurate, complete and current.

Date Certified

By

Offeror

Title

Address

Signature and Date

***** Notice *****

Statute prohibits the award of a Contract under a National Security Program to a company owned by an entity controlled by Foreign Government unless the Secretary of Energy grants a waiver.

ATTACHMENT B: APPLICATION FORMS FOR A FOREIGN OWNERSHIP, CONTROL, OR INFLUENCE (FOCI) DETERMINATION

The following documentation/information is required for an initial FOCI determination:

FOCI

Documentation (required for the contracting company and all tier parents):

- | | | |
|----|---|---------------|
| 1. | "Certificate Pertaining to Foreign Interests" | Attachment B1 |
| 2. | "Owners, Officers, Directors, and Executive Personnel" (OODEP) listing | Attachment B2 |
| 3. | "Representative of Foreign Interest Statement" | Attachment B3 |
| 4. | "Summary FOCI Data Sheet" | Attachment B4 |
| 5. | "Resolution for Exclusion of Certain Officers and/or Directors" | Attachment B5 |
| 6. | Documentation appropriate to the company's business structure:
indicated on the page entitled: "Additional Documents Required" | Attachment B6 |

Information:

1. Business structure breakdown:
 - o Full company name (define acronyms).
 - o Listing of all tier parents (include all tiers up to the ultimate parent).
 - o Company's contractual relationship to its tier parent, i.e., division, subsidiary, etc.
Does the company have a Board of Directors separate from its tier parent's Board of Directors?
2. Dun and Bradstreet reference source and telephone number.
3. If a new company, provide documentation on how it was financed for startup.`

Attachment B1
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CERTIFICATE PERTAINING TO FOREIGN INTERESTS <i>(Type or print all answers)</i>		<i>Form Approved</i> OMB No. 0704-0194 <i>Expires Jun 30, 2004</i>	
<small>The public reporting burden for this collection of information is estimated to average 70 minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden, to Department of Defense, Washington Headquarters Services, Directorate for Information Operations and Reports (0704-0194), 1215 Jefferson Davis Highway, Suite 1204, Arlington, VA 22202-4302. Respondents should be aware that notwithstanding any other provision of law, no person shall be subject to any penalty for failing to comply with a collection of information if it does not display a currently valid OMB control number.</small>			
PLEASE DO NOT RETURN YOUR FORM TO THE ABOVE ADDRESS. RETURN COMPLETED FORM TO YOUR RESPECTIVE COGNIZANT SECURITY OFFICE.			
PENALTY NOTICE			
Failure to answer all questions or any misrepresentation (by omission or concealment, or by misleading, false or partial answers) may serve as a basis for denial of clearance for access to classified information. In addition, Title 18, United States Code 1001, makes it a criminal offense, punishable by a maximum of five (5) years imprisonment, \$15,000 fine or both, knowingly to make a false statement or repre-		sentation to any Department or Agency of the United States, as to any matter within the jurisdiction of any Department or Agency of the United States. This includes any statement made herein which is knowingly incorrect, incomplete or misleading in any important particular.	
PROVISIONS			
1. This report is authorized by the Secretary of Defense, as Executive Agent for the National Industrial Security Program, pursuant to Executive Order 12829. While you are not required to respond, your eligibility for a facility security clearance cannot be determined if you do not complete this form. The retention of a facility security clearance is contingent upon your compliance with the requirements of DoD 5220.22-M for submission of a revised form as appropriate.		2. When this report is submitted in confidence and is so marked, applicable exemptions to the Freedom of Information Act will be invoked to withhold it from public disclosure. 3. Complete all questions on this form. Mark "Yes" or "No" for each question. If your answer is "Yes" furnish in full the complete information under "Remarks."	
QUESTIONS AND ANSWERS			
1. <i>(Answer 1a. or 1b.)</i> a. <i>(For entities which issue stock):</i> Do any foreign person(s), directly or indirectly, own or have beneficial ownership of 5 percent or more of the outstanding shares of any class of your organization's equity securities? b. <i>(For entities which do not issue stock):</i> Has any foreign person directly or indirectly subscribed 5 percent or more of your organization's total capital commitment?		YES	NO
2. Does your organization directly, or indirectly through your subsidiaries and/or affiliates, own 10 percent or more of any foreign interest?			
3. Do any non-U.S. citizens serve as members of your organization's board of directors (or similar governing body), officers, executive personnel, general partners, regents, trustees or senior management officials?			
4. Does any foreign person(s) have the power, direct or indirect, to control the election, appointment, or tenure of members of your organization's board of directors (or similar governing body) or other management positions of your organization, or have the power to control or cause the direction of other decisions or activities of your organization?			
5. Does your organization have any contracts, agreements, understandings, or arrangements with a foreign person(s)?			
6. Does your organization, whether as borrower, surety, guarantor or otherwise have any indebtedness, liabilities or obligations to a foreign person(s)?			
7. During your last fiscal year, did your organization derive: a. 5 percent or more of its total revenues or net income from any single foreign person? b. In the aggregate 30 percent or more of its revenues or net income from foreign persons?			
8. Is 10 percent or more of any class of your organization's voting securities held in "nominee" shares, in "street names" or in some other method which does not identify the beneficial owner?			
9. Do any of the members of your organization's board of directors (or similar governing body), officers, executive personnel, general partners, regents, trustees or senior management officials hold any positions with, or serve as consultants for, any foreign person(s)?			
10. Is there any other factor(s) that indicates or demonstrates a capability on the part of foreign persons to control or influence the operations or management of your organization?			
STANDARD FORM 328 (REV 7/2001)		PREVIOUS EDITION IS OBSOLETE.	
		Reset	

REMARKS *(Attach additional sheets, if necessary, for a full detailed statement.)***CERTIFICATION**

I CERTIFY that the entries made by me above are true, complete, and correct to the best of my knowledge and belief and are made in good faith.

WITNESSES:

(Date Certified)

By

(Signature of Authorized Contractor Representative)

(Typed Name of Contractor)

NOTE: In case of a corporation, a witness is not required but the certificate below must be completed. Type or print names under all signatures.

(Title of Authorized Contractor Representative)

(Address)

NOTE: Contractor, if a corporation, should cause the following certificate to be executed under its corporate seal, provided that the same officer shall not execute both the Agreement and the Certificate.

CERTIFICATE

I, _____, certify that I am the _____

of the corporation named as Contractor herein; that _____

who signed this certificate on behalf of the Contractor, was then _____

of said corporation; that said certificate was duly signed for and in behalf of said corporation by authority of its governing body, and is within the scope of its corporate powers.

(Corporate Seal)

(Signature and Date)

STANDARD FORM 328 (BACK) (REV 7/2001)

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INSTRUCTIONS FOR COMPLETION OF THE CERTIFICATE PERTAINING TO FOREIGN INTERESTS**Question 1:**

A. Do any foreign person(s), directly or indirectly, own or have beneficial ownership of 5% or more of the outstanding shares of any class of your organization's equity securities? If yes:

- Identify the percentage of any class of stock or other securities issued which are owned by foreign persons, broken down by country. Include indirect ownership through one or more intermediate level(s) of subsidiaries. Indicate voting rights of each class of stock.

- Are there shareholder agreements? If yes, attach a copy(ies), and if none, so state.

- Indicate whether a copy of SEC Schedule 13D/13G report has been received from any investor.

If yes, attach a copy(ies).

Note: Ownership of less than 5% should be included if the holder is entitled to control the appointment and tenure of any management position.

B. (For entities which do not issue stock): Has any foreign person directly or indirectly subscribed 5% or more of your organization's total capital commitment? If yes:

- Identify the percentage of total capital commitment which is subscribed by foreign persons.

- Is there an agreement(s) with the subscriber(s)? If yes, attach a copy(ies), and if none, so state.

Question #2: Does your organization directly or indirectly through your subsidiaries and/or affiliates, own 10% or more of any foreign interest? If yes:

- Identify the foreign interest by name, country, percentage owned, and personnel who occupy management positions with the organizations.

- If there are personnel from your organization who occupy management positions with the foreign firm(s), identify the name(s), title, and extent of involvement in the operations of the organizations, (to include access to classified information).

Question #3: Do any non-U.S. citizens serve as members of your organization's board of directors (or similar governing body), officers, executive personnel, general partners, regents, trustees or senior management officials? If yes:

- Identify the foreign person(s) by name, title, citizenship, immigration status and clearance or exclusion status.

- Attach copies of applicable by-laws or articles of incorporation, which describe the affected position(s). However, if you have already provided such copies to the Cognizant Security Agency Industrial Security Representative, so state.

Question #4: Does any foreign person(s) have the power, direct or indirect, to control the election, appointment, or tenure of members of your organization's board of directors (or similar governing body) or other management positions of your organization, or have the power to control or cause the direction of other decisions or activities of your organization? If yes:

- Identify the foreign person(s) by name, title, citizenship, and all details concerning the control or influence.

Note: If any foreign person(s) have such power, this question shall be answered in the affirmative even if such power has not been exercised, and whether or not it is exercisable through ownership of your facility's securities, if such power may be invoked by contractual arrangements or by other means.

Question #5: Does your organization have any contracts, agreements, understandings, or arrangements with a foreign person(s)? If yes:

For each instance, provide the name of the foreign person, country, percentage of gross income derived, and nature of involvement, including:

- Whether defense/nuclear related or not
- Involvement with classified or export controlled technology
- Compliance with export control requirements
- Where the organization has a large number of involvements and where these involvements are not defense/ nuclear related and represent a small percentage of gross income; the explanation can be a generalized statement addressing the totals by country.

Note: We do not expect and will not require the contractor to ask every customer if he/she falls within the NISPOM definition of a foreign person. We will ask the contractor to provide ongoing security education to those individuals who negotiate and/or administer such agreements regarding their responsibilities to report agreements with a foreign person(s) to the best of their knowledge. The contractor will be certifying the response to this question to "the best of his/her knowledge" or "through his/her best efforts".

Question #6: Does your organization, whether as borrower, surety, guarantor or otherwise have any indebtedness, liabilities or obligations to a foreign person(s)? If yes:

- Provide your overall debt-to-equity ratio (in percentage).
- With respect to indebtedness or liability to a foreign person, indicate to whom indebted or liable, what collateral has been furnished or pledged, and any conditions or covenants of the loan agreement. If stock or assets have been furnished or pledged as collateral, provide a copy of the loan agreement or pertinent extracts thereof (to include procedures to be followed in the event of default).
- If any debentures are convertible, provide specifics.
- If loan payments are in default, provide details.
- This question should be answered in the affirmative if the debt is with a U.S. entity that is owned or controlled either directly or indirectly by a foreign person. If unknown, so state.

Note: As stated above, we do not expect and will not require the contractor to ask every lender if he/she qualifies as a foreign person. We will ask the contractor to provide ongoing security education to those employees who handle lending arrangements regarding their responsibilities to report any such arrangements with a foreign person lender, to the best of their knowledge. The contractor will be certifying the response to this question as being to "the best of his/her knowledge" or "through his/her best efforts". Question #7: During your last fiscal year, did your organization derive:

- A. 5% or more of its total revenues or net income from any single foreign person.
- B. In the aggregate 30% or more of its revenues or net income from foreign persons?

If yes to either part of the question:

- Provide overall percentage of income derived from foreign sources by country, nature of involvement, and type of services or products.
- Indicate if any single foreign source represents in excess of 5% of total revenues or net income.
- Indicate whether any classified information is involved.
- State whether facility is in compliance with applicable export control requirements.

Note: As previously stated, we do not expect and will not require the contractor to ask every customer if he/she qualifies as a foreign person. We will ask the contractor to provide ongoing security education to those employees who handle information about company revenues regarding their responsibility to report revenues derived from a foreign person(s) to the best of their knowledge. The contractor will be certifying the response to this question as being to "the best of his/her knowledge" or "through his/her best efforts".

Question #8: Is 10% or more of your organization's securities held in "nominee shares," in "street names" or in some other method which does not disclose the beneficial owner? If yes:

- Identify each foreign institutional investor holding 10% or more of the voting stock by name and address and the percentage of stock held.
- Indicate whether any investor has attempted to, or has exerted any control or influence over appointments to management positions or influenced the policies of the organization.
- Include copies of SEC Schedule 13D/13G.

Question #9: Do any of the members of your organization's board of directors (or similar governing body), officers, executive personnel, general partners, regents, trustees or senior management officials hold any positions with, or serve as consultants for, any foreign person(s)? If yes:

- Provide the name, title, citizenship, immigration status and clearance or exclusion status on all such persons.
- Identify, by name and address, each foreign organization with which such persons serve and indicate the capacity in which they are serving.
- Include a Statement of Full Disclosure of Foreign Affiliations for every cleared individual who is a representative of a foreign interest.

Note: We expect the contractor to be able to answer this question fully for those individuals holding such positions with his/her foreign subsidiaries and any foreign interests. However, we do not expect and will not require the contractor to ask every individual to ascertain if he/she is serving as a director, officer or manager of a foreign person. We will ask the contractor to provide ongoing security education to all key management personnel of their responsibilities to report serving as an interlocking director or in any other type of positions with a foreign person to the best of their knowledge. The contractor will be certifying the response to this question as being to "the best of his/her knowledge" or "through his/her best efforts".

Question #10: Is there any other factor(s) that indicates or demonstrates a capability on the part of foreign persons to control or influence the operations or management of your organization? If yes:

- Describe the foreign involvement in detail, including why the involvement would not be reportable in the preceding questions.

DEFINITIONS FOR COMPLETION OF THE CERTIFICATE PERTAINING TO FOREIGN INTERESTS

Affiliate - Any entity effectively owned or controlled by another entity.

Beneficial Owner - The true owner of a security who may, for convenience, be recorded under the name of a nominee. Such ownership entitles the owner to the power to vote or direct the voting of a security or to impose or direct the disposition of a security.

Bond - A certificate, which is evidence of a debt in which the issuer promises to repay a specified amount of money to the bondholder, plus a certain amount of interest, within a fixed period of time.

Convertible Debentures - Bonds that the holder can exchange for shares of voting stock.

Covenant - A detailed clause in a lending agreement designed to protect the lender.

Debenture - A general debt unsecured by a pledge of any specific piece of property. Like any other general creditor claims, a debenture is secured by any property not otherwise pledged.

Debt-to-Equity Ratio - Total liabilities divided by total shareholders' equity (total assets minus total liabilities of a corporation; also called stockholders equity, equity, and net worth). This shows to what extent owners' equity can cushion creditor claims in the event of liquidation.

Equity Security - an ownership interest in a company, most often taking the form of corporate stock.

Foreign Interest - Any foreign government, agency of a foreign government, or representative of a foreign government; any form of business enterprise or legal entity organized, chartered or incorporated under the laws of any country other than the U.S. or its possessions and trust territories, and any person who is not a citizen or national of the United States.

Foreign Person - Any foreign interest and any US person effectively owned or controlled by a foreign interest.

Guarantor - One who makes the guaranty (an agreement or promise to answer for the debt, default or miscarriage of another)

Immigration Status - Legal basis for a non-US citizen's residence in the United States (e.g., work visa, admission for permanent residence) . Note: Immigration and Naturalization Service Form I-9 is an excellent source for this information.

Joint Venture - A partnership or cooperative agreement between two or more persons or firms, usually restricted to a single specific undertaking. Normally the undertaking is of short duration, such as for the design and construction of a dam.

Liability – A claim on the assets of a company or individual.

Management Positions - for the purposes of the questions on this form, management positions shall include owners, officers, directors, partners, regents, trustees, senior management officials, other executive personnel and the facility security officer.

Nominee Share - A share of stock or registered bond certificate, which has been registered in a name other than the actual owner.

Proxy - One who acts for another. Also the document by which such a representative is authorized to act.

Representative of a Foreign Interest (RFI) - A citizen or national of the U.S., who is acting as a representative of a foreign interest (see Foreign Interest)

S.E.C. Schedule 13D - This schedule discloses beneficial ownership of certain registered equity securities. Any person or group of persons who acquire a beneficial ownership of more than 5 percent of class of registered equity securities of certain issuers must file a Schedule 13D reporting such acquisition with certain other information.

S.E.C. Schedule 13G - This schedule is a much abbreviated version of Schedule 13D that is only available for use by a limited category of "persons" (such as banks, broker/dealers, and insurance companies) and even then only when the securities were acquired in the ordinary course of business and not with the purpose or effect of chancing or influencing the control of the issuer.

Sales Agreement - An agreement between two parties for the sale of goods or services on a continuing basis.

Stock Option - An option is the right to buy or sell at some point in the future.

Street Name - The common practice of registering publicly traded securities in the name of one or more brokerage firms.

Subordinated Debenture - A bond having a claim on assets only after the senior debt has been paid off in the event of liquidation.

Surety - One who is immediately liable for the debt of another if that other person or entity fails to pay.

Total Capital Commitment - The sum of money and other property an enterprise uses in transacting its business.

US Person - Any form of business enterprise or entity organized, chartered or incorporated under the laws of the United States or its possessions and trust territories and any person who is a citizen or national of the United States.

CONTENTS REVIEW REQUIRED BY THE OFFEROR

Prior to forwarding a FOCI submission to DOE, the offeror should review the FOCI documentation to ensure that:

If the offeror is owned by a parent organization(s), the FOCI Certificate Pertaining to Foreign Interests have been attached for all tier parents, i.e., ultimate parent and any intervening levels of ownership. Each certification must be signed and dated by an authorized official of the respective organization. [i.e., a person authorized to represent and sign for the organization as officially recorded by the organization (that is, in the document which sets forth the terms & conditions for its operation & management by laws, operating agreement, partnership agreement, etc.)]

In addition to the executed FOCI Certificate Pertaining to Foreign Interests, an offeror/bidder and, if applicable, its tier parents should also submit the following to the Contracting Officer, or a contractor with a DOE approved facility clearance and, if applicable, its tier parents should also submit the following to the Lead Responsible Office:

A copy of the U.S. company's articles of incorporation and an attested copy of the U.S. company's by-laws, or similar documents filed for the U.S. company's existence and management, and all amendments to those documents.

NOTE: A contractor with a DOE approved facility clearance and, if applicable, its tier parents do not need to provide these documents unless (I) the U.S. company's articles of incorporation and by-laws, or similar documents filed for the U.S. company's existence and management, have been amended, or (ii) the Lead Responsible Office has requested the documents.

Complete and return the attached Summary FOCI Data Sheet. NOTE: A contractor with a DOE approved facility clearance and, if applicable, its tier parents do not need to provide the Summary FOCI Data Sheet unless (I) a change(s) has occurred which would affect the answers to the information in the Summary FOCI Data Sheet previously provided by the contractor and/or its tier parents, if applicable; or (ii) the Lead Responsible Office has requested the contractor and/or its tier parents to complete and return the Summary FOCI Data Sheet. The Summary FOCI Data Sheet will enable the Lead Responsible Office to review and verify the submitted information in a quicker and more thorough manner, which will provide a quicker determination.

Consolidated information and statements for the organization's most recently closed accounting year.

- a. Publicly-traded companies (whether the ultimate parent, intermediate parent, or subsidiary) should submit its annual report and Securities and Exchange Commission form 10-K report for the most recently closed accounting year, as well as its most recent proxy statement for the annual meeting of stockholders.

If the company's stock is not publicly traded but the company has publicly traded debt, the company should submit its Securities and Exchange Commission Form 10-K report for the most recently closed accounting year.

- b. Privately owned companies (whether the ultimate parent, intermediate parent, or subsidiary) should submit consolidated financial information (i.e., to include the accounts of the company and its subsidiary companies) for the most recently closed accounting year. The financial information should be prepared and presented in accordance with generally accepted accounting principles as established by the financial accounting standards board, to include accompanying footnote disclosures. If available, audited financial information should be provided. If audited financial information is not available, unaudited information should be accepted, but only if accompanied by a certification attesting to the unavailability of audited information.

Listing of owners, officers, directors, and executive personnel (OODEP)

The contractor and all tier parents should submit a list identifying their respective organization's owners, owner's representatives, officers, directors, and executive personnel, to include their complete names; social security numbers; date and place of birth; citizenship; titles of all positions they hold within the organization; and what clearances, if any, they possess or are in the process of obtaining and identification of the government agency(ies) that granted or will be granting those clearances. (See attachment V-3)

If any position is vacant, so state.

For sole proprietorships operating in community property states (Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Texas, Washington, or Wisconsin), information on the sole proprietor's spouse, if applicable, should also be provided on the OODEP listing.

With respect to the U.S. organization's owners, publicly traded companies do not need to provide all identifying information on its owners as required on the OODEP listing unless those individuals are OODEPs of the U.S. organization. However, publicly traded companies should provide the most recent copies of any Schedules 13D and/or 13G received from any beneficial owners (foreign or domestic) who hold 5 percent or more of any class of the U.S. organization's securities.

NOTE: If any of these documents are missing the contracting officer cannot complete award of the contract.

OFFICIAL USE ONLY (WHEN COMPLETED)

ATTACHMENT B2 OWNERS, OFFICERS, DIRECTORS, AND EXECUTIVE PERSONNEL (OODEP)

LEGAL COMPANY NAME AND PHYSICAL ADDRESS OF FACILITY LOCATION: _____

ADDRESS OF COMPANY=S PRINCIPAL EXECUTIVE OFFICES IF DIFFERENT FROM THE PHYSICAL ADDRESS OF THE FACILITY:

INDIVIDUAL=S COMPLETE NAME	ALL COMPANY TITLES/POSITIONS HELD BY IDENTIFIED INDIVIDUAL	DATE/PLACE OF BIRTH/CITIZENSHIP (U.S., OTHER, DUAL)	SOCIAL SECURITY NUMBER	IDENTIFY INDIVIDUALS=S SECURITY CLEARANCES(S) LEVEL, ISSUING U.S. GOVERNMENT AGENCY(IES) OR EXCLUSION AND DATE

LIST CERTIFIED CORRECT BY:

Type or Print Na me and Signature of Authorized Official

Title

Date Certified

NOTE: SEE REVERSE SIDE FOR INSTRUCTIONS REGARDING COMPLETION OF THIS FORM.

INSTRUCTIONS:

**INSTRUCTIONS FOR COMPLETION OF THE OWNERS, OFFICERS, DIRECTORS,
AND EXECUTIVE PERSONNEL (OODEP)**

Provide requested OODEP in accordance with the following instructions. In addition, the OODEP listing must be certified as being accurate, current and complete by an authorized official of the organization (i.e., a person authorized to represent and sign for the organization as officially recorded by the organization (that is, in the document which set forth the terms and conditions for its operations and management, the By-Law, operating agreement, partnership agreement, etc.) or any employee, identified by name, of the organization, if designated in writing by such an authorized official as having been delegated authorized to execute the FOCI representation and certifications on behalf of the organization:

Owner. The requested information on owners and representatives or agents of stockholders is to be attached to the organization's OODEP listing:

- a. For privately-owned organizations:
- b. Provide the following information for each person (i.e., human being) who directly or indirectly owns or has beneficial ownership of 5 percent or more of any class of the organization's securities or who has directly or indirectly subscribed 5 percent or more of the organization's total capital commitment:
- c. If the beneficial owner holds a position as an OODEP in the organization and is identified on the OODEP listing, provide the individual's name with the class and number of shares of capital stock he/she owns of the organization's securities or the capital commitment he/she has subscribed.
- d. If the beneficial owner does not hold a position as an OODEP in the organization and is not identified on the OODEP listing, provide the individual's name address, and the class and number of shares of capital stock he/she owns of the organizations securities or the capital commitment he/she has subscribed. If known, information on the individual's citizenship should also be provided.
- e. Provide the following information for each legal entity which directly or indirectly owns or has beneficial ownership of 5 percent or more of any class of the organization's securities or which has directly or indirectly subscribed 5 percent or more of the organization's total capital commitment.

The legal name (i.e., as specified in charter) with the address of its principal executive officers and the class and number of share of capital stock the entity owns of the organization's securities or the capital commitment the entity has subscribed. In addition, if the entity is controlled by another organization, the country of ultimate legal residence must be provided.

- f. Provide the name of representative(s) or agent(s) of any owner (person or entity), if any, who hold positions, such as Board members (or similar type of governing body), officers, executive personnel, or general partners in your organization. Also identify the owner which the individual is representing.
- g. For publicly traded organizations:
- h. Provide the most recent copies of any Schedule 13D and/or 13G received from any beneficial owners (foreign or domestic) whom hold 5 percent or more of the organization's securities.
- i. Provide the name of any representative(s) or agent(s) of any stockholders (person or entity), if any, who hold positions, such as Board member (or similar type of governing body), officers, executive personnel, or general partners in your organization. Also identify the stockholder which the individual is representing.

Officers: Identify and provide requested information (i.e., names, title, etc) for all of the organization's officers on the OODEP listing.

The definition of officers is: Those persons in positions established as officers as officially record by the organization (that is, in the document filed for the organization's existence and the document which set forth the terms and conditions for its operation and management, the articles of incorporation and By-Laws; articles of organization and operating agreement; certificate of limited or general partnership agreement, etc.). However, excluded from this definition are: (a) assistant vice presidents who have no management responsibilities related to performance on classified contracts (b) assistant secretaries, and 8 assistant treasures.

Directors: Identify and provide requested information (i.e., names, title, etc) for all of the organization's directors on the OODEP listing, to include identification of the Chairman of the Board and any Vice Chairman. If the organization has no Chairman of the Board of Directors, identify the individual who performs those functions at board meetings.

The definition of directors is: Members of the board or similar governing body chosen to direct the affairs of a corporation or institution.

Executive Personnel: Identify and provide requested information (i.e., name titles, etc.) for all of the organization's executive personnel on the OODEP listing.

The definition of executive personnel is: Those individuals who perform policy making function for the organization. Or any another person in charge of a principle business unit, division, or function.

Facility Security Officer: Identify and provided requested information (i.e., name. title etc.) for the organization's Facility Security Officer. The definition of a Facility Security Officer is: The individual at the facility assigned the responsibility of administering the requirements of the Safeguards and Security Program within the facility.

Spouse of a sole proprietor: For those sole proprietorships operating in community property states, identify and provide requested information (i.e., all information required on OODEP listing) on a sole proprietor's spouse, if any, if there is no spouse, so state.

Vacant Position: If any OODEP position is vacant, so state and include estimated date vacancy will be filled.

ATTACHMENT B3: REPRESENTATION OF FOREIGN INTEREST STATEMENT

Name of the foreign interests:

Address of the foreign interest:

Nature of business of foreign interest and the products/services involved, If the products/service are strictly commercial in nature or if there can be military applications:

Full details of ownership or affiliation with the foreign interest:

The specific relationship between the foreign interest and the United State's organization:

Your job-titles and specific duties with the foreign interest:

Percentage of time devoted to foreign interest:

Percentage of U.S. organization's revenues and net income derived from foreign firm during the U. S. Organization's most recently closed accounting year:

Name and address of all U.S. facilities where you hold or are in process for an access authorization:

The nature of business of all U.S. organizations and the products/services involved:

Summary of duties with the United States organization. Provide detailed information, as well as position title(s):

Have you ever registered as an Agent of a foreign government as detailed in 18 U.S.C. 219? If so, please provide details:

CERTIFICATION:

I recognize my special responsibility to protect classified information and/or special nuclear material from disclosure to any unauthorized person, foreign or domestic.

TYPE OR PRINT FULL NAME:

SIGNATURE:

DATE:

SOCIAL SECURITY NUMBER:

LEGAL NAME OF CONTRACTOR FACILITY:

ATTACHMENT B4: SUMMARY FOCI DATA SHEET

Provide responses to the questions identified below: (supplemental pages may be attached to provide complete and accurate responses.)

1. Type of business structure: () Corporation; () college/university, () limited liability company; () sole proprietorship; () limited partnership; () general partnership, () other.
2. Exact name as specified in charter: _____
3. All other names used (i.e. dba [doing business as], aka [also known as]): _____

4. State or other jurisdiction of incorporation or organization: _____

5. Date of incorporation or organization: _____
6. Stock ownership: () privately held, () publicly traded.
 - a) Class(es) of stock: _____
 - b) Number of shares authorized of each class of stock: _____
 - c) Number of shares issued of each class of stock? _____
 - d) Explain difference(s) between each class of stock, to include voting rights: _____

 - e) Is cumulative voting authorized? () YES () NO
7. Current physical address for the principal executive offices, individual point of contact and phone number for FOCI matters and the organization's facility security officer and phone number.

Physical Address: _____

Facility Security Officer: _____

Telephone: _____
8. List all company names and/or address changes, and the date(s) of such change(s), for the principal executive offices during the past 10 years

9. Legal name(s) of all tier parent organizations, if applicable.

Attachment B4
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10. Provide the current number of members of the company's Board of directors, to include identification by name of the Chairman of the Board, if applicable. _____
- 11 Will any parent organizations be performing work requiring access authorizations, and if so, identify by legal name the parent organization(s) name.

12. Does your organization or any parent organization maintain DOD facility clearance? If yes, please provide the DOD cage code(s).

ATTACHMENT B5: RESOLUTION FOR EXCLUSION OF CERTAIN OFFICERS AND/OR DIRECTORS

I, _____, do hereby certify that I am Secretary of _____, a corporation
(Full Name) (Name of Corporation)
organized and existing under the laws of the State of _____, and that the following is a true and
correct copy of resolutions adopted by the Board of Directors or a similar type of executive body of the said corporation at a
meeting held at _____ on _____ at which time a quorum was present.
(Location) (Date)

WHEREAS, the National Industrial Security Program Operating manual contains a provision making it mandatory that key management personnel (such as, President and Facility Security Officer) meet the personnel security clearance requirements established for a contractor's facility clearance; and

WHEREAS, said National Industrial Security Program Operation Manual permits the exclusion from the personnel clearance requirements of certain members of the Board of Directors and other officers, provided that this action-is recorded in the corporate minutes.

NOW THEREFORE BE IT DECLARED that the President and Facility Security Officer (key management personnel as determined by the cognizant security agency) at the present time do possess, or will be processed for, the required access authorization; and

BE IT FURTHER RESOLVED THAT in the future, when any individual enters upon any duties as one of the corporation's key management personnel as determined by the cognizant security agency, such individual shall immediately make application for the required access authorization. If uncleared, pending issuance of the requested access authorization, such individual shall be excluded from all access and shall not participate in any decision or matter pertaining to the protection of classified information and/or special nuclear material; and

BE IT FURTHER RESOLVED that all other members of the Board of Directors and other officers shall not require, shall not have, and can be effectively excluded from access to all classified information and or special nuclear material released to the corporation and do not occupy positions that would enable them to affect adversely corporate policies or practices in the performance of classified contracts for the U.S. Government.

IN WITNESS WHEREOF I have hereunto set my hand and affixed the seal of

_____ this day of _____.

(Signature)

(SEAL)

ATTACHMENT B6: ADDITIONAL DOCUMENTS REQUIRED

Publicly Traded Corporation	Privately Owned Corporation
Articles of Incorporation	Articles of Incorporation
Annual Report	Annual Report
SEC 10K Report	Complete (including footnotes) audited financial information in lieu of Annual Report
SEC Schedules 13D and 13G	Corporate By-Laws
Corporate By-Laws	IRS Form 5471
IRS Form 5471	
Proxy Statement	
Partnership	Proprietorship
Annual Report	Tax Identification Number
SEC 10K Report	Complete Financial Information
Complete (including footnotes) audited financial information in lieu of Annual Report	IRS Form 1040
SEC Schedule 13D and 13G	
Proxy Statement	
IRS Forms 5471 & 1065	
Partnership Agreement	